

## LEWES THEATRE CLUB

### CONSTITUTION

#### PART 1

##### 1 Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

##### 2 The Name

The association's name is Lewes Theatre Club (and in this document it is called 'the Charity').

##### 3 The Objects

The Charity's objects (the Objects) are to advance, especially in Lewes, education in and appreciation of the arts and in particular of the arts of drama, mime, dance, singing, elocution and music in their various aspects, and either alone or in co-operation with others, to organise, perform produce or promote the study of such dramas, operas, operettas, burlesques, mimes, films, broadcasts, music, ballets, entertainments, displays, exhibitions, dancing, puppet shows, recitations, readings, lectures, and to do all such other things, whether upon Club premises or elsewhere, as are necessary to the furtherance of the aforesaid Objects or any of them.

##### 4 Application of the Income and Property

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent:
  - (a) A member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
  - (b) a Trustee from:
    - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;
    - (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub-clause 6 of this clause, or as a member of the Charity and upon the same terms as other members;
    - (iii) entering into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
  - (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee in respect of any

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negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee;
- (iii) liabilities to the Charity that result from conduct that the Trustee knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

- (4) No Trustee may be paid or receive any other benefit for being a Trustee.
- (5) A Trustee must absent himself or herself from any discussion of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (6) In this Clause 4, the 'Trustee' shall include any **connected** person.

**5. Dissolution**

- (1) If the members resolve to dissolve the Charity the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- (2) The Trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The Trustees must apply any remaining property or money:
  - (a) directly for the Objects;
  - (b) by transfer to any charity or charities for purposes the same as or similar to the Charity;
  - (c) in such a manner as the Charity Commissioners for England and Wales ('the Commission') may approve in writing in advance.
  - (d) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (4) In no circumstances shall the net assets of the Charity be paid or distributed among the members of the Charity (except to a member that is itself a charity).
- (5) The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the Charity's final accounts.

**6. Amendments**

- (1) Any provision contained in Part 1 of this constitution may be amended provided that:
  - (a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;

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- (b) No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
  - (c) No amendment may be made to clause 4 without the prior written consent of the Commission;
  - (d) Any resolution to amend a provision of Part 1 of this Constitution is passed by not less than two-thirds of the members voting at a general meeting.
- (2) Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by not less than two-thirds of the members voting at a general meeting.
  - (3) A copy of any resolution amending this Constitution must be sent to the Commission within twenty-one days of it being passed.

**PART TWO****7. Membership**

- (1) Membership shall be open to individuals or organisations who are approved by the Trustees.
- (2) (a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
  - (b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant but shall be final.
- (3) Applicants for membership shall complete the appropriate application form giving necessary particulars for the register of members and pay their initial subscription. They shall become members two clear days after submission of this form and subscription.
- (4) The Trustees shall have the power to elect at their discretion honorary members for a specific purpose in the interests of the Charity, for periods of one year at a time.
- (5) Members other than honorary members shall subscribe an amount fixed by a duly convened general meeting of members; such amount to be due on the first day of the Club year, which shall be from August 1st to July 31st, or such other dates as may be determined by a general meeting.
- (6) Members may attend performances and other events organised by the Charity at charges fixed by the Trustees and, subject to any conditions that the Trustees may lay down, they may bring guests. This does not preclude the admittance of non-members to performances and other events organised by the Charity, at charges and in circumstances fixed by the Trustees.
- (7) Membership is not transferable to anyone else.
- (8) The Trustees shall keep a register of names and addresses of the members.

**8. Termination of Membership**

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;

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- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within four months of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting;
- (5) Any person removed from membership under the provisions of (4) above shall not be entitled to readmission except at the discretion of the Trustees.

**9. General Meetings**

- (1) The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An Annual General Meeting must be held in each subsequent year, not more than three months after the end of the Club year. Not more than fifteen months may elapse between successive Annual General Meetings.
- (3) Notices of motions to be brought before a general meeting must be signed by the proposer and seconder and must reach the Secretary not later than twenty-eight days before the date of the meeting. In the case of motions to be brought before Annual General Meetings, notice of motions must be signed by the proposer and seconder and must reach the Secretary not later than fifty-six days before the date of an Annual General Meeting.
- (4) All general meetings other than Annual General Meetings shall be called Special General Meetings.
- (5) The Trustees may call a Special General Meeting at any time.
- (6) The Trustees must call a Special General Meeting if requested to do so in writing by at least twenty members. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting but in so doing they must comply with the provisions of this Constitution.
- (7) No business other than that specified on the agenda of the General Meeting may be dealt with.

**10. Notice**

- (1) The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- (3) The notice must be given to all the members and to the Trustees.

**LEWES THEATRE CLUB: CONSTITUTION****11. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is;
  - (a) 30 members entitled to vote upon the business to be conducted at the meeting; or
  - (b) one fiftieth of the total membership at the time, whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present,  
  
the meeting shall be adjourned to such a time and place as the Trustees shall determine.
- (5) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (6) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

**12. Chair**

- (1) General meetings shall be chaired by the Secretary, or in his absence the Chairman of the Board of Trustees.
- (2) If there is no such person or he or she is not present within at the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee is present and willing to chair the meeting at the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

**13. Adjournments**

- (1) The members present at a meeting may resolve by a two-thirds majority that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of its members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

**14. Votes**

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- (1) Any motion or amendment to a motion shall be decided by a bare majority of members present and voting, except as in detailed in Section 6 above and clause (3) below. Voting shall be by ballot unless determined by the person whom is chairing the meeting.
- (2) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (3) Where members are unable to attend a general meeting in person, they shall be entitled to register a vote by means of a system of proxy or postal voting, as devised and published by the Trustees and communicated to members.

**15. Representatives of Other Bodies**

- (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

**LEWES THEATRE CLUB: CONSTITUTION****16. Trustees**

- (1) The Charity and its property shall be managed and administered by a Board of Trustees comprising members elected in accordance with this Constitution.
- (2) The Board of Trustees shall appoint the following:

Artistic Director  
 Treasurer  
 Secretary  
 Membership Secretary

and/or persons to any other position they may deem necessary for the efficient management of the Charity and the Theatre. The duties and responsibilities of the persons so appointed shall be such as are prescribed by the Trustees from time to time.

The Artistic Director shall be responsible for the artistic policy of the Charity in accordance with its Objects, and the decision of the Artistic Director on all such matters shall be final, notwithstanding anything which may be contained in any other rule herein.

- (3) A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity.
- (4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.
- (5) The number of Trustees shall be six (unless otherwise determined by a resolution of the Charity in general meeting).
- (6) The first Trustees shall be those persons elected as Trustees at the meeting at which this constitution is adopted.
- (7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

**17. The Appointment of Trustees**

- (1) The Charity in general meeting shall elect the Trustees.
- (2) The Trustees shall be elected for a period of three years, after which they shall retire. The retiring Trustees shall be eligible for re-election, with the exception that after six consecutive years as Trustees they shall not be eligible for re-election for the ensuing year, but thereafter shall again be eligible for re-election. Co-opted members shall be appointed on an annual basis, but shall be subject to the same restrictions as to re-appointment as applies to the re-election of Trustees. The Trustees shall have the power to fill any vacancies by nomination until the next Annual General Meeting.
- (3) The Trustees shall have the power to co-opt up to four members, who will not themselves be Trustees, and who will not be entitled to vote at meetings of the Trustees, to the Board of Trustees.
- (4) No-one may be elected a Trustee at any Annual General Meeting unless prior to the meeting the Charity is given a notice that:
  - (a) is signed by two members eligible to vote at the meeting;
  - (b) states the members' intention to propose the appointment of a person as a Trustee;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

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- (5) The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this Constitution as the maximum number of Trustees.

**18. Powers of Trustees**

- (1) The Trustees must manage the business of the Charity and they have the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply with the provisions of sections 117-122 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
  - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of the money borrowed. The Trustees must comply as appropriate with sections 124-126 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions) if they intend to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
  - (j) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
  - (k) to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

**19. Disqualification and Removal of Trustees**

A Trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Charity;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

**LEWES THEATRE CLUB: CONSTITUTION****20. Proceedings of Trustees**

- (1) The Trustees may regulate their proceedings as they think fit subject to the provisions of this Constitution.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The Secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) The Trustees may invite any person to attend a meeting of the Trustees but such person shall not have a vote.
- (5) Questions arising at a meeting must be decided by a majority of votes.
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (7) No decision may be made at a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- (8) The quorum shall be four Trustees, or such larger number as may be decided from time to time by the Trustees.
- (9) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (10) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (11) The Trustee elected by the Trustees as the Chairman shall chair meetings of the Trustees.
- (12) If the Chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees may appoint one of their number to chair that meeting.
- (13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

**21. Delegation**

- (1) The Trustees may delegate any of their powers or functions to a sub-committee of two or more members, of whom at least one shall be a Trustee, but the terms of any such delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
  - (i) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (ii) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

**LEWES THEATRE CLUB: CONSTITUTION****22. Irregularities in Proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees shall be valid notwithstanding the participation in any vote of a Trustee:
- (i) who was disqualified from holding office;
  - (ii) who had previously retired or who had been obliged by the constitution to vacate office;
  - (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if, without:

- (i) the vote of that Trustee; and
- (ii) that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.
- (3) No resolution or act of;
- (a) the Trustees;
  - (b) any committee of the Trustees;
  - (c) the Charity in general meeting,

shall be invalidated by reason of the failure to give notice to any Trustee or member by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

**23. Minutes**

The Trustees must keep minutes of all:

- (1) appointments of Trustees, and of other appointments in accordance with Clause 16 (2) of this Constitution, made by the Trustees;
- (2) proceedings at meetings of the Charity, and the actions proposed at those meetings;
- (3) meetings of the Trustees and committees of Trustees including:
  - (i) the names of the Trustees present at the meeting;
  - (ii) the decisions made and actions proposed at the meetings; and
  - (iii) where appropriate the reasons for the decisions.

**24. Annual Report and Return and Accounts**

- (1) The Trustees must comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
  - (a) the keeping of accounting records for the Charity;
  - (b) the preparation of annual statements of account for the Charity;
  - (c) the auditing of the accounting records and annual statements of account by a suitably qualified person, being a person appointed by the Trustees and approved by the members;
  - (d) the transmission of the statements of account to the Charity;
  - (e) the preparation of an annual report and its transmission to the Commission;
  - (f) the preparation of an annual return and its transmission to the Commission
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

**LEWES THEATRE CLUB: CONSTITUTION****25 Registered particulars**

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

**26. Property**

(1) The Trustees must ensure the title to:

- (a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
- (b) all investments held by or on behalf of the Charity,

is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

(2) The terms of the appointment of any holding trustees must provide that they act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.

(3) The Trustees may remove the holding trustees at any time.

**27 Repair and Insurance**

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

**28 Notices**

(1) Any notice required by this Constitution to be given to or by any person must be:

- (a) in writing; or
- (b) given using electronic communications.

(2) Notice may be given to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by using electronic communication to the member's address.

(3) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

(4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- (5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
- (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

**29 Rules**

(1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

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- (a) The admission of members to the Charity (including the admission of organisations to membership) and the rights and privileges of such members;
  - (b) The conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (c) The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) The procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;
  - (e) The keeping and authenticating of records. If regulations made under this clause permit records of the Charity to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.
  - (f) Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws in accordance with the procedures set down in 9, above.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
- (5) The rules and bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in this Constitution.

**Interpretation**

In this Constitution:

- (1) "Theatre" means Lewes Little Theatre Lancaster Street Lewes and any other premises owned or occupied for the purposes of the Charity.
- (2) "connected person" has the meaning ascribed by section 118 of the Charities Act 2011.